

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TENNESSEE**

**IN RE REGIONS MORGAN
KEEGAN ERISA LITIGATION**

MDL No. 2009 08-02192

Master File No. 2:08-cv-02192

**Judge Samuel H. Mays, Jr.
Magistrate Judge Vescovo**

**ANSWER OF DEFENDANTS KEMMONS WILSON, JR. AND MICHAEL S. STARNES
TO PLAINTIFFS' CORRECTED THIRD AMENDED CONSOLIDATED
CLASS ACTION COMPLAINT**

Defendants Kemmons Wilson, Jr. and Michael S. Starnes file this Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint ("Complaint"). [Docket No. 251.]

Defendants Wilson and Starnes hereby incorporate and join fully in the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint. [Docket No. 280.]

Defendants Wilson and Starnes request that, for purposes of the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint, they be considered similarly situated as the "Regions Defendants".

Defendant Starnes supplements his answer to the specific allegations of Paragraph 79, subparagraph 7, of the Complaint as follows:

79. 7. Defendant Starnes denies that he was a member of the Compensation Committee of the Regions Board of Directors at the time of the initiation of the Regions 401(k) Plan. Defendant Starnes was a member of the Compensation Committee in 2005 and part of 2006. Defendant Starnes retired as a director and member of the Compensation Committee effective November 2006. Thus, Defendant Starnes was not a member of the Compensation

Committee at the time of the initiation of the Regions 401(k) Plan, which Plaintiffs define in Paragraph 3 of the Complaint as April 1, 2008.

Defendant Wilson supplements his answer to the specific allegations of Paragraph 79, subparagraph 9, of the Complaint as follows:

79. 9. Defendant Wilson denies that he was a member of the Compensation Committee of the Regions Board of Directors at the time of the initiation of the Regions 401(k) Plan. Defendant Wilson was a member of the Compensation Committee in 2000, 2001, 2002, 2003 and 2004. Thus, Defendant Wilson was not a member of the Compensation Committee at the time of the initiation of the Regions 401(k) Plan, which Plaintiffs define in Paragraph 3 of the Complaint as April 1, 2008.

Defendants Wilson and Starnes hereby incorporate and join fully in the Regions Defendants' Affirmative Defenses as set forth in the Regions Defendants' Answer to Plaintiffs' Corrected Third Amended Consolidated Class Action Complaint. [Docket No. 280.]

Respectfully submitted,

s/ Robert E. Craddock, Jr.

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CERTIFICATE OF SERVICE

I hereby certify that on November 8, 2011, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system, which will send a notice of electronic filing to the following counsel of record:

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